

1 UNITED STATES BANKRUPTCY COURT
2 NORTHERN DISTRICT OF CALIFORNIA
3 SAN FRANCISCO DIVISION

4 In re:

5 PG&E CORPORATION,

6 - and -

7 PACIFIC GAS AND ELECTRIC
8 COMPANY,

Debtors.

9
10 ☐ Affects PG&E Corporation

11 ☐ Affects Pacific Gas and Electric Company

12 ☒ Affects both Debtors

13 ** All papers shall be filed in the Lead Case,
14 No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**THIRD INTERIM AND FINAL
APPLICATION OF LYNN A.
BAKER, ESQ. FOR ALLOWANCE
AND PAYMENT OF
COMPENSATION FOR THE
INTERIM PERIOD OF JUNE 1, 2020
THROUGH JUNE 30, 2020 AND THE
FINAL PERIOD FROM
JANUARY 27, 2020 THROUGH
JUNE 30, 2020**

[No hearing requested]

DATE: TBD
TIME: TBD

OBJECTION DATE:
September 14, 2020 at 4:00 p.m. (PDT)

1 **GENERAL INFORMATION**

2 NAME OF APPLICANT: LYNN A. BAKER, ESQ.
3
4 AUTHORIZED TO PROVIDE
PROFESSIONAL SERVICES TO: OFFICIAL COMMITTEE OF TORT
CLAIMANTS
5
6 PETITION DATE: JANUARY 29, 2019
7
8 RETENTION DATE: ORDER ENTERED FEBRUARY 26,
2020, EFFECTIVE AS OF
JANUARY 27, 2020
9
10 PRIOR APPLICATIONS: FIRST AND SECOND INTERIM

11 **SUMMARY OF FEES SOUGHT IN THIS THIRD INTERIM APPLICATION**

12 TIME PERIOD COVERED BY APPLICATION: JUNE 1, 2020 THROUGH JUNE 30,
2020
13
14 TOTAL FEES SOUGHT FOR THIS
PERIOD: \$3,240.00
15
16 TOTAL EXPENSES SOUGHT FOR THIS PERIOD: NONE
17
18 TOTAL FEES ALREADY PAID FOR
THIS PERIOD: NONE
19
20 TOTAL EXPENSES ALREADY PAID FOR THIS
PERIOD: NONE
21
22 TOTAL COMPENSATION SOUGHT IN THIS
APPLICATION AND NOT YET PAID: \$3,240.00
23
24
25
26
27
28

1 **SUMMARY OF FEES SOUGHT IN THIS FINAL APPLICATION**

2 TIME PERIOD COVERED BY APPLICATION: JANUARY 27, 2020 THROUGH
3 JUNE 30, 2020

4 TOTAL FEES SOUGHT FOR THIS
5 PERIOD: \$73,080.00

6 TOTAL EXPENSES SOUGHT FOR THIS PERIOD: N/A

7
8 TOTAL FEES ALREADY PAID FOR
THIS PERIOD: \$55,870.00

9
10 TOTAL EXPENSES ALREADY PAID FOR THIS
PERIOD: N/A

11
12 TOTAL COMPENSATION SOUGHT IN THIS
APPLICATION AND NOT YET PAID: \$17,210.00

SUMMARY OF THIRD INTERIM AND FINAL FEE APPLICATION

Date Filed	Period Covered	Fees Requested	Fees Paid	Expenses Requested	Expenses Paid	Unpaid Amounts
1 st Interim Fee Application 3/16/20 (DE 6325)	1/27/2020-1/31/2020	\$720.00	\$576.00	N/A	N/A	\$144.00
2 nd Interim Fee Application 7/14/20 (DE 8396)	2/1/2020-5/31/2020	\$69,120.00	\$55,294.00	N/A	N/A	\$13,826.00
5 th Monthly Statement 8/4/20 (DE 8644)	6/1/2020-6/31/2020	\$3,240.00	\$0.00	N/A	N/A	\$3,240.00
		\$73,080.00	\$55,870.00			\$17,210.00
TOTAL						

Objections to Interim Fee Applications/Monthly Fee Statements: There have been no objections to the First or Second Interim Fee Applications. The objection deadline for the Fifth Monthly Fee Statement is August 25, 2020.

**HOURS BY PROFESSIONAL
FOR THE FINAL PERIOD JANUARY 27, 2020 THROUGH JUNE 30, 2020**

Professional	Position	Year Admitted	Hourly Rate	Total Hours	Total Compensation
Lynn A. Baker, Esq.	Attorney	Arizona – 1992 (Inactive) Texas 2003	\$1,200.00	60.90	\$73,080.00
TOTAL					

**HOURS BY TASK
FOR THE FINAL PERIOD JANUARY 27, 2020 THROUGH JUNE 30, 2020**

TASK DESCRIPTION	HOURS
Emails with Client and/or Client Attorneys	28.90
Document Review	10.70
Research and Drafting/Writing	18.50
Prepare for Attend/Meetings	2.80
TOTAL	60.90

**THIRD INTERIM AND FINAL APPLICATION OF LYNN A. BAKER, ESQ. FOR
ALLOWANCE AND PAYMENT OF COMPENSATION FOR THE INTERIM PERIOD
JUNE 1, 2020 THROUGH JUNE 30, 2020 AND THE FINAL PERIOD
JANUARY 27, 2020 THROUGH JUNE 30, 2020**

Lynn A. Baker, Esq. (“**Professor Baker**” or the “**Applicant**”), the special counsel for the Official Committee of Tort Claimants (the “**TCC**”), representing the largest group of stakeholders in the jointly administered bankruptcy cases (the “**Bankruptcy Cases**”) of PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**” or “**Reorganized Debtors**”), hereby submits her *Third Interim and Final Application for Allowance and Payment of Compensation for the Interim Period June 1, 2020 through June 30, 2020 and the Final Period January 27, 2020 through June 30, 2020* (“**Application**”) seeking entry of an order, on a final basis, pursuant to Sections 330(a) and 331 of Title 11, United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Northern District of California (the “**Local Rules**”), the *Guidelines for Compensation and Expense Reimbursement of Professionals and Trustees*, promulgated pursuant to Local Rule 9029-1, governing the narrative portion of fee applications, effective February 19, 2014 (the “**Narrative Guidelines**”), the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “**UST Guidelines**”), the *Order Pursuant to 11 U.S.C. §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 For Authority to Establish Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (“**Interim Compensation Order**”) [Docket No. 701], and the revised Fee Examiner Protocol filed on October 24, 2019 (the “**Revised Protocol**”) [Docket No. 4473] (collectively, the “**Guidelines**”) for final allowance of compensation for professional services rendered in connection with the Applicant’s representation of the TCC in the Bankruptcy Cases.

Applicant seeks final approval of compensation from June 1, 2020 through June 30, 2020 (the “**Interim Application Period**”) totaling **\$3,240.00**, and final approval of compensation from January 27, 2020 through June 30, 2020 (the “**Final Application Period**”) totaling **\$73,080.00**.

1 This Application is based upon the contents hereof, together with the exhibits, the
2 declaration of Lynn A. Baker, Esq. filed concurrently herewith, the pleadings, papers, and records
3 on file in the Bankruptcy Cases, and any evidence or argument that the Court may entertain at the
4 time of any hearing on the Application.

5 Pursuant to the Guidelines, a cover letter enclosing this Application is being sent to the
6 Chair of the TCC concurrently. The letter invites the Chair to discuss with the Applicant and/or
7 the Office of the United States Trustee (“UST”) any objections, concerns, or questions the Chair
8 may have regarding the requested compensation set forth in the Application. A copy of the
9 transmittal letter is attached hereto as **Exhibit A**.

10 **RELEVANT BACKGROUND**

11 1. On January 29, 2019 (the “**Petition Date**”), the Debtors filed the Bankruptcy Cases.
12 The Debtors continued to operate their businesses and manage their properties as debtors-in-
13 possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code during the Final
14 Application Period. The Bankruptcy Cases are being jointly administered for procedural purposes
15 only pursuant to Bankruptcy Rule 1015(b).

16 2. On February 15, 2019, the Office of the UST filed an Appointment of the Official
17 Committee of Tort Claimants [Docket No. 453]. Following the resignation of Richard Heffern
18 from the original TCC and the addition of Tommy Wehe, on February 21, 2019, the UST filed the
19 Amended Appointment of the Official Committee of Tort Claimants [Docket No. 530]. Following
20 the resignation of Kirk Trostle and GER Hospitality, LLC, the UST filed the Second Amended
21 Appointment of the TCC on March 27, 2020 [Docket No. 6503]. On April 3, 2020, following the
22 resignation of Karen K. Gowins, the UST filed the Third Amended Appointment of the TCC
23 [Docket No. 6613]. The current members of the TCC are: (i) Tommy Wehe; (ii) Angelo Loo;
24 (iii) Agajanian, Inc.; (iv) Susan Slocum; (v) Samuel Maxwell; (vi) Karen M. Lockhart;
25 (vii) Wagner Family Wines-Caymus Vineyards; and (viii) Gregory Wilson.

26 3. On January 30, 2020, the TCC filed its *Application of the Official Committee of Tort*
27 *Claimants Pursuant to 11 U.S.C. §1103 and Fed. R. Bankr. P. 2014 and 5002 to Retain and Employ*
28 *Lynn A. Baker as Special Counsel Effective as of January 27, 2020* [Docket No. 5568] (the

1 **“Retention Application”**). On February 26, 2020, the Court entered its *Order Approving the*
2 *Application of the Official Committee of Tort Claimants Pursuant to 11 U.S.C. §1103 and Fed. R.*
3 *Bankr. P. 2014 and 5002 to Retain and Employ Lynn A. Baker as Special Counsel Effective as of*
4 *January 27, 2020* [Docket No. 5920] (the **“Retention Order”**). A true and correct copy of the
5 Retention Order is attached hereto as **Exhibit B**. The Applicant is not holding, and has not held,
6 any retainer in connection with the Bankruptcy Cases or the work performed on behalf of the TCC.

7 4. As set forth below, Applicant began working with the TCC and its primary counsel,
8 Baker & Hostetler LLP, to address certain issues relating to the TCC’s fiduciary duties. The
9 services for which final compensation is sought herein were rendered for and on behalf of the TCC.
10 Applicant respectfully submits that the nature of the services has been necessary and beneficial to
11 the TCC.

12 5. On May 28, 2019, the Court entered an order appointing Bruce A. Markell as fee
13 examiner (**“Fee Examiner”**) in the Bankruptcy Cases. [Docket No. 2267]. Applicant has ensured
14 that the Fee Examiner has been served with the Application so that he may evaluate the
15 reasonableness of the compensation sought in this Application.

16 **RELIEF REQUESTED AND BASIS FOR RELIEF**

17 6. This Application is Applicant’s third interim and final request for allowance and
18 payment of fees as special counsel to the TCC.

19 7. Pursuant to Bankruptcy Code §§ 330 and 331, Applicant respectfully requests entry
20 of an order, on a final basis, allowing and approving **\$73,080.00** which sum represents fees for legal
21 services rendered from January 27, 2020 through June 30, 2020. A copy of Applicant’s invoices
22 detailing the services rendered during the Application Period can be found on the Court’s docket at
23 Doc. Nos. 6300, 7044, 7698, 8222, and 8644.

24 8. Applicant has made every effort to ensure that this Application complies with the
25 Guidelines and to avoid unnecessary duplication of effort with other retained professionals in these
26 cases. Applicant has supplied the Fee Examiner with Applicant’s monthly fee statement.
27
28

1 **SUMMARY OF PROFESSIONAL SERVICES RENDERED**

2 9. These Bankruptcy Cases are exceptionally complex. There are multiple issues
3 impacting the TCC and the exercise of its fiduciary duties. Applicant spent 60.90 hours
4 communicating with and advising the TCC's primary counsel, Baker & Hostetler LLP, as well as
5 the TCC members and their individual counsel, regarding specialized issues within Applicant's
6 expertise relating to the Bankruptcy Cases and their ongoing status. These issues included complex
7 questions of legal ethics and professional responsibility as well as complex aspects of the TCC's
8 fiduciary duties and obligations.

9 **BILLING AND NARRATIVE STATEMENT OF SERVICES RENDERED**

10 10. Pursuant to the Retention Order, Applicant bills on an hourly basis at a rate of \$1,200
11 per hour.

12 11. In addition to the requirement that a description of the general services rendered by
13 a professional be provided in a fee application, the Guidelines also require that applications for
14 compensation should:

15 "...categorize by subject matter and separately discuss, each project or task.

16 With respect to each project or task, the number of hours spent, the results
17 obtained, and the amount of compensation and expenses requested should be
18 set forth at the conclusion of the discussion of that project or task."

19 12. For this Application Period, Applicant established the following project categories
20 for her representation of the TCC: (1) Telephone Calls, and Emails with Client and/or Client
21 Attorneys; (2) Document Review; (3) Research and Writing; and (4) Prepare for/Attend Meetings.

22 13. The project categories enable Applicant to monitor her activities and appropriately
23 account for her time and to better inform the TCC, the Court, the UST, and the Fee Examiner
24 regarding the nature of the services provided and time expended by Applicant. The work Applicant
25 has performed in these categories has generally consisted of communications with the TCC's
26 primary counsel, Baker & Hostetler LLP, as well as with the TCC members and their individual
27 counsel, regarding specialized issues within Applicant's expertise relating to the Bankruptcy Cases.
28 These issues included complex issues of legal ethics and professional responsibility as well as

1 complex aspects of the TCC's fiduciary duties and obligations. Applicant's activities included
2 reviewing a large number of documents and drafting a memorandum in connection with one
3 complex issue the TCC requested her to address in writing. She also regularly assisted the TCC and
4 their primary counsel via telephone, emails, and texts on an "on call" basis with regard to various
5 other issues as they arose. These issues involved fiduciary obligations including disclosure
6 obligations, potential conflicts of interest, and attorneys' professional responsibilities.

7 14. In compliance with the Guidelines, Applicant's curriculum vitae is attached hereto
8 as **Exhibit C**.

9 15. Pursuant to Bankruptcy Code § 504, Applicant has no understanding, agreement, or
10 arrangement of any kind to divide with or pay to anyone any fees that may be awarded to Applicant
11 in the Bankruptcy Cases.

12 16. Applicant submits that all fees incurred during the Application Period are sought in
13 compliance with the Guidelines and should be allowed on a final basis by the Court.

14 **THE FEES REQUESTED**
15 **SHOULD BE AWARDED BASED UPON APPLICABLE LAW**

16 17. Section 330 of the Bankruptcy Code provides that a court may award a professional
17 employed under Section 1103 of the Bankruptcy Code "reasonable compensation for actual,
18 necessary services rendered [and] reimbursement for actual, necessary expenses." 11 U.S.C.
19 § 330(a)(1). Section 331 of the Bankruptcy Code, which provides for interim compensation of
20 professionals, incorporates the substantive standards of Section 330 to govern a court's award of
21 such compensation. 11 U.S.C. § 331.

22 18. Applicant respectfully submits that the amount Applicant requests for compensation
23 is fair and reasonable given the labor required and outcome achieved to date. The compensation
24 Applicant seeks in this Application is the customary compensation commonly sought by Applicant
25 in similar circumstances.

26 **CONCLUSION**

27 19. Applicant believes that this Application appropriately sets forth the matters handled
28 on behalf of the TCC and provides this Court, the UST, the Fee Examiner, the Debtors' creditors,

1 and other interested parties with an insightful overview of the scope of services rendered. Thus,
2 Applicant respectfully submits that the fees sought herein are reasonable and that the services
3 rendered were necessary, effective, efficient, and economical.

4 Accordingly, Applicant respectfully requests that this Application for allowance of fees, on
5 a final basis, be granted in all respects.

6 WHEREFORE, Applicant respectfully seeks entry of an order, substantially in the form as
7 attached **Exhibit D**:

8 1. Awarding final allowance of compensation for professional services rendered
9 during the Interim Application Period in the amount of \$3,240.00.

10 2. Awarding final allowance of compensation for professional services rendered
11 during the Final Application Period in the amount of \$73,080.00.

12 3. Authorizing and directing the Reorganized Debtors to make prompt payment to
13 Applicant in the total amount of \$17,210.00, which is the difference between the amount requested
14 and the amount already paid by the Debtors pursuant to the Interim Compensation Order.

15 4. Granting such other and further relief as the Court may deem just and proper.
16

17 Dated: August 24, 2020

18 By: _____



19 Lynn A. Baker, Esq.
20
21
22
23
24
25
26
27
28

1 **CERTIFICATION**

2

3 I, Lynn A. Baker, declare as follows:

4 The following facts are personally known to me, and if called to do so, I could and would

5 competently testify thereto.

6 1. I am an attorney at law in good standing in the State of Texas and am the applicant

7 (the “**Applicant**”). I submit this certification in support of the *Third Interim and Final Application*

8 *for Allowance and Payment of Compensation for the Interim Period June 1, 2020 through June 30,*

9 *2020 and the Final Period January 27, 2020 through June 30, 2020* (the “**Application**”).

10 Capitalized terms not defined herein have the meanings given in the Application.

11 2. I have personally reviewed the information contained in the Application and believe

12 its contents to be true to the best of my knowledge, information and belief.

13 3. The compensation sought in this Application, to the best of my knowledge,

14 information and belief, after reasonable inquiry, conforms with the Bankruptcy Code, Bankruptcy

15 Rules, the Local Rules, and the Guidelines.

16 4. The compensation requested in this Application is billed at hourly rates in

17 accordance with practices no less favorable than those customarily employed by Applicant and

18 generally accepted by Applicant’s clients.

19 5. I respond to certain questions identified in the UST Guidelines as follows:

20 Question: Did you agree to any variations from, or alternatives to, your standard

21 customary billing arrangements for this engagement?

22 Response: No.

23 Question: If the fees sought in the Application as compared to the fees budgeted

24 for the time period covered by the Application are higher by 10% or

25 more, did the firm discuss the reasons for the variations with the

26 client?

26 Response: Not applicable.

27 Question: Do any of the professionals included in this engagement vary their

28 rate based on the geographic location of the bankruptcy case?

Response: No.

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

Question: Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Response: No.

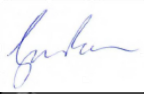
Question: Does the Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.

Response: No.

Question: Does the Application include any rate increases since the firm's retention in this case? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the firm to accept all future increases?

Response: The Application does not include any rate increases.

Dated: August 24, 2020

By: 
Lynn A. Baker, Esq.

Notice Parties

PG&E Corporation c/o Pacific Gas & Electric Company Attn: Janet Loduca, Esq. 77 Beale Street San Francisco, CA 94105	Keller & Benvenuti LLP Attn: Tobias S. Keller, Esq. Jane Kim, Esq. 650 California Street, Suite 1900 San Francisco, CA 94108
The Office of the United States Trustee for Region 17 Attn: James L. Snyder, Esq. Timothy Laffredi, Esq. 450 Golden Gate Avenue, 5th Floor, Suite #05-0153 San Francisco, CA 94102	Milbank LLP Attn: Dennis F. Dunne, Esq. Sam A. Khalil, Esq. 55 Hudson Yards New York, NY 10001-2163
Milbank LLP Attn: Paul S. Aronzon, Esq. Gregory A. Bray, Esq. Thomas R. Kreller, Esq. 2029 Century Park East, 33rd Floor Los Angeles, CA 90067	Weil, Gotshal & Manges LLP Attn: Stephen Karotkin, Esq. Jessica Liou, Esq. Matthew Goren, Esq. 767 Fifth Avenue New York, NY 10153-0119
Bruce A. Markell Fee Examiner 541 N. Fairbanks Court Suite 2200 Chicago, IL 60611-3710	Scott H. McNutt 324 Warren Road San Mateo, CA 94402